

TENNESSEE REGULATORY AUTHORITY



Pat Miller, Chairman
Deborah Taylor Tate, Director
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460 James Robertson Parkway
Nashville, Tennessee 37243-0505
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February 18, 2005

Mr. Stephan D. Halliday, President
Nonprofit & Affinity Marketing, Inc./ AmeriVision Communications, Inc.
1201 Pennsylvania Avenue, NW Suite 300
Washington, D.C. 20004

Re: Docket No. 05-00009: Notification by Nonprofit and Affinity Marketing, Inc. of its Acquisition of AmeriVision Communications, Inc. as a Result of Bankruptcy.

Dear Mr. Halliday:

Staff has received your notice of bankruptcy and acquisition of AmeriVision by Nonprofit and Affinity Marketing, Inc. (NAM) through the United States Bankruptcy Court. Attached was a petition directed to the State of Alabama. Therefore, Staff of the Tennessee Regulatory Authority will need a new petition directed to the Tennessee Regulatory Authority. In order to more fully analyze the above-referenced transaction, the Staff of the Tennessee Regulatory Authority will also require additional information to supplement the replacement petition. Please respond to the following questions by February 25, 2005.

1. Provide an organization chart for AmeriVision Communications, Inc., both before and after the acquisition approved by the bankruptcy court.
2. Provide the number of customers currently receiving telecommunications services from AmeriVision in Tennessee.
3. Will Nonprofit and Affinity Marketing, Inc. (NAM) continue to operate under AmeriVision's CCN or to transfer it into its name?
4. Confirm that NAM has no intention of doing any business in Tennessee and thus does not require a license from the Tennessee Secretary of State's office. Do they wish to continue under AmeriVision's license with the Tennessee Secretary of State?
5. Confirm that AmeriVision will continue to operate the business as it has in the past with the same management personnel or if not provide any major managerial changes that have taken place or will as a result of this transaction.
6. Provide the most current audited financial statements for NAM and AmeriVision.
7. Provide the Tennessee statute that NAM/AmeriVision is filing this petition in compliance with.
8. Has this, or a similar petition been filed in any other state jurisdictions? If so, please list them and the action taken or pending.
9. Has this or a similar petition been filed with the Federal Communications Commission? If so, please provide the action taken or pending associated with the respective FCC file or docket number.

10. Confirm whether AmeriVision will continue to operate this business under its present tariff and there will be any change in rates, terms of service, or operational issues as a result of this acquisition.
11. Confirm that this transaction will be completely transparent and seamless to Tennessee customers.
12. Provide a brief description of NAM's technical, managerial, and financial qualifications and synopsis of its prior experience in the regulated telecommunications business.
13. Provide any other pertinent information that should be considered in approving this petition.

If you have any questions or comments, please call David McClanahan at 615-741-2904, ext 177. Please respond by sending the original and 13 copies to:

Ms Sharla Dillon, Docket Room Manager
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,



Aster Adams, Chief
Competitive Markets & Policy Division

c: Mr. Pat Miller, Chairman
Ms. Sharla Dillon, Docket Room Manager

Mr. Thomas M. Forte
Consultant to AmeriVision Communications, Inc.
Technologies Management, Inc.
P. O. Box 200
Winter Park, Florida 32790-0200

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